

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Order Instituting Investigation whether Pacific Gas and Electric Company, Southern California Edison Company, San Diego Gas & Electric Company, and their respective holding companies, PG&E Corporation, Edison International, and Sempra Energy, respondents, have violated relevant statutes and Commission decisions, and whether changes should be made to rules, orders, and conditions pertaining to respondents holding company systems.

Investigation _____

ORDER INSTITUTING INVESTIGATION**I. Summary**

We issue this Order Instituting Investigation to determine whether respondent utilities and their respective holding companies have complied with relevant statutes and Commission decisions in the management and oversight of their companies. As more fully set forth below, we are concerned that respondents' management and Board of Directors actions, including but not limited to (1) the utilities' transfer of billions of dollars to their holding companies since deregulation of the electric industry commenced, including during times when the utilities were experiencing financial distress; (2) the failure of the holding companies to financially assist the utilities when needed, leaving the utilities with insufficient reserves to address or mitigate their need for capital; (3) the transfer by the holding companies of billions of dollars in assets to unregulated subsidiaries;¹ and (4) the actions of some of the holding companies to "ring fence" their unregulated subsidiaries, have violated Commission decisions, rules, or orders, and/or applicable statutes.

We also will determine whether, in light of recent events and changed circumstances since the issuance of our decisions permitting respondent utilities to form holding companies, additional rules, conditions, or changes are needed to adequately protect ratepayers and the public from dangers of abuse stemming from the holding company structure.

¹ As used in this document, "unregulated subsidiaries" refers generally to all of the subsidiaries and affiliates of respondent holding companies other than respondent utilities.

In conjunction with opening this proceeding, we reopen the respective proceedings authorizing holding company formation, and consolidate them together with this docket for the purpose of addressing the issues raised in this proceeding.

II. Background

In the 1980's and 1990's, respondent utilities – Pacific Gas and Electric Company (PG&E), Southern California Edison Company (Edison), and San Diego Gas & Electric Company (SDG&E) – sought the Commission's permission to change their corporate structure and become part of a holding company system. The Commission has issued the following decisions approving the formation of PG&E Corporation, Edison International (EIX), Enova Corporation, and Sempra Energy as holding companies:

- PG&E- D.96-11-017, 69 CPUC2d 167 (Nov. 6, 1996) (PG&E Authorization I); D.99-04-068, 194 P.U.R.4th 1 (April 22, 1999) (PG&E Authorization II);
- SDG&E- D.95-05-021, 59 CPUC2d 697 (Nov. 7, 1994) (SDG&E Authorization I); D.95-12-018, 62 CPUC2d 626 (Dec. 6, 1995) (SDG&E Authorization II); and D.98-03-073, 184 P.U.R.4th 417 (March 26, 1998) (Sempra Merger Authorization); and
- Edison- D.88-01-063, 27 CPUC2d 347 (Jan. 28, 1988) (Edison Authorization).

Because of the potential for abuse arising from the holding company structure,² the Commission's authorizations for the formation of respondent

² See generally, section 1 of the Public Utility Holding Company Act (PUHCA), 15 U.S.C. § 79a (detailing potential abuses); SDG&E Authorization II, D.95-12-018, 62 CPUC2d at 634. The three respondent holding companies presently are exempt under section 3(a)(1), 15 U.S.C. § 79c(a)(1), from most of PUHCA's provisions.

holding companies depended on respondents' compliance with a set of carefully considered conditions. The utilities and/or parent companies were required to pass, and file with this Commission, board resolutions agreeing to the conditions as a prerequisite to the Commission's permission to form the holding company structure.³ The parties executed these agreements as required.

Among the conditions we imposed, of particular relevance to this proceeding are the following:

- The holding company must give "first priority" to the capital needs of its utility subsidiary to meet its obligation to serve;⁴
- The utility must maintain a dividend policy "as though it were a comparable stand-alone utility company."⁵

³ See Edison Authorization, 27 CPUC2d at 376, Ordering Paragraph 2; SDG&E Authorization II, 62 CPUC2d at 651-652, Ordering Paragraph 14; PG&E Authorization I, 69 CPUC2d at 202, Ordering Paragraph 25; see also Re Pacific Enterprises, 184 P.U.R.4th at 498, Ordering Paragraph 4.

⁴ **PG&E:** "The capital requirements of PG&E, as determined to be necessary and prudent to meet the obligation to serve or to operate the utility in a prudent and efficient manner, shall be given first priority by PG&E Corporation's Board of Directors." PG&E Authorization II, Ordering paragraph 8, 1999 Cal. PUC LEXIS 242, at 151. See also PG&E Authorization I, 69 CPUC2d at 201, Ordering paragraph 17.

Edison: "The capital requirements of the utility, as determined to be necessary to meet its obligations to serve, shall be given first priority by the Board of Directors of Edison's parent holding company and Edison." Edison Authorization, 27 CPUC2d at 376, Ordering paragraph 12.

SDG&E: "The capital requirements of SDG&E, as determined to be necessary to meet its obligations to serve, shall be given first priority by the Board of Directors of Parent and SDG&E." SDG&E Authorization 2, Ordering paragraph 6, 62 CPUC2d at 651; see also Sempra Merger Authorization, Ordering paragraph 2(b) & Attachment B(IV)(5), 184 P.U.R.4th at 498, 502.

The SDG&E and PG&E decisions also give the Commission authority to conduct comprehensive audits of the entire holding company system at shareholder expense to verify compliance with the conditions imposed by the decisions, as well as other rules and regulations. Similarly, the Commission has general authority to audit Edison's holding company system under Sections 314 and 797 of the Public Utilities Code. This proceeding does not take the place of the comprehensive audits referred to above, and the Commission anticipates initiating such audits during the timeframe set out in the decisions.

III. Utility and Holding Company Actions

In 1996, the California State Legislature enacted Assembly Bill (AB) 1890, in order to bring competition to California's electric generation market. At that time, the utilities projected billions of dollars in "stranded costs" – costs that the utilities might not be able to recover in the normal course of business in the newly competitive market. See Cal. Pub. Util. Code § 367. AB 1890 was designed, in part, to give the utilities an opportunity to recover those stranded costs. To that end, AB 1890 froze the retail electric rates at the level in effect on June 10, 1996, until the end of a "transition period." See Cal. Pub. Util. Code §§ 367, 368(a). The rationale behind AB 1890 was that because the frozen rates were higher than the utilities' then-current or projected operating costs, the excess gave the utilities a reasonable opportunity to recover their stranded costs, as well as their other costs (e.g., distribution, transmission, and the cost of power that they have to purchase) by March 31, 2002. See Cal. Pub. Util. Code § 367.

⁵ See PG&E Authorization I, Ordering paragraph 15; 69 CPUC2d at 201; Edison Authorization, Ordering paragraph 10, 27 CPUC2d at 376; SDG&E Authorization II, Ordering paragraph 5, 62 CPUC2d at 651; see also Sempra Merger Authorization, Ordering paragraph 2(b) & Attachment B(IV)(4), 184 P.U.R.4th at 498, 502.

This statute was enacted with the cooperation and support of respondents. For example, PG&E stated in an annual report to shareholders that it had “developed” the statute.⁶

During the first years of the transition period, the utilities and their respective holding companies received billions of dollars in excess revenues due to the high frozen rates and other provisions of AB 1890. For example:

- * PG&E has received \$2.9 billion in up-front cash proceeds from rate reduction bonds,⁷ and over \$9 billion in headroom and other transition cost revenues.⁸
- * Edison has received \$2.5 billion in up-front cash proceeds from rate reduction bonds,⁹ and over \$7 billion in headroom and other transition cost revenues.¹⁰
- * SDG&E received at least \$900 million in headroom revenue and other transition cost revenues.¹¹ SDG&E also received

⁶ See PG&E Corp. 1997 Annual Report to Shareholders, at 20-21.

⁷ December 1998 Agreed upon Special Procedures Audit of Transition Cost Balancing Accounts and Headroom Revenues for the six months ended June 30, 1998, prepared by Mitchell & Titus, LLP and Barrington-Wellesley Group, Inc. for this Commission (at III-34) (Agreed Upon Special Procedures Audit); see also D.01-01-018 at 15.

⁸ See D.01-01-018, slip op. at 13. The difference between frozen rates and the authorized costs of providing service (i.e., revenue requirements and Commission-approved costs and obligations) is referred to as headroom. See id. at 20, Finding of Fact 7.)

⁹ See December 1998 Agreed Upon Special Procedures Audit at III-34; see also D.01-01-018 at 15.

¹⁰ See D.01-01-018, slip op. at 13.

¹¹ See sum of revenues in SDG&E’s Monthly TCBA reports through June 30, 1999, on file with the Commission; December 1998 Agreed Upon Special Procedures Audit, at III-34.

\$658 million in up-front cash proceeds from the issuance of rate reductions bonds.

Much of these funds were transferred from the utilities to their respective holding companies. Specifically:

- * From 1998 through September 2000, PG&E provided approximately \$3.9 billion to PG&E Corporation in the form of \$1.1 billion in dividends on common stock and \$2.8 billion in common stock repurchases.¹² Of the amounts disbursed, PG&E paid \$125 million in dividends to its parent in the third quarter of 2000 alone.¹³
- * From 1998 through September 2000, Edison provided EIX approximately \$2 billion in dividends on common stock.¹⁴ Of this amount, Edison paid over \$90 million to its holding company in the third quarter of 2000 alone.¹⁵
- * From 1998 through September 2000, SDG&E provided Sempra Energy at least \$763 million in dividends on common stock.¹⁶ Of the amount disbursed to its holding company from 1998 through September 2000, SDG&E paid at least \$200 million to its parent in the third quarter of 2000 alone.¹⁷

¹² PG&E Corp.'s 1999 Annual Report to Shareholders, PG&E Co. Statement of Consolidated Stockholders' Equity, at 35; PG&E Corp. Nov. 1, 2000 SEC Form 10-Q, Liquidity and Financial Resources, at 55.

¹³ PG&E Corp. Nov. 1, 2000 SEC Form 10-Q, Liquidity and Financial Resources, at 55; PG&E Corp. Aug. 2, 2000 SEC Form 10-Q, Liquidity and Financial Resources, at 44.

¹⁴ Edison 1999 Annual Report to Shareholders, Consolidated Statement of Changes in Common Shareholders' Equity, at 18; Edison Nov. 14, 2000 SEC Form 10-Q, at 7.

¹⁵ Edison Nov. 14, 2000 SEC Form 10-Q, Consolidated Statement of Cash Flows, at 7.

¹⁶ SDG&E March 29, 2000 Annual Report, at 17; SDG&E Nov. 13, 2000 SEC Form 10-Q, Condensed Statements of Consolidated Cash Flows.

¹⁷ SDG&E Nov. 13, 2000 and Aug. 14, 2000 SEC Form 10-Q, Condensed Statements of Consolidated Cash Flows.

The holding companies did not retain most of these funds, but instead disbursed them in a variety of ways, including the following:

- * From 1998 through September 2000, PG&E Corporation paid out approximately \$1.3 billion in dividends to shareholders and repurchased approximately \$1.9 billion worth of common stock.¹⁸ There also is evidence that PG&E Corporation disbursed over \$800 million to its unregulated subsidiaries between 1997 and 1999.¹⁹ PG&E has informed the Commission that PG&E Corporation subsequently acted to shield the assets of these subsidiaries, using a technique called “ring fencing.”²⁰ According to PG&E, as a result of the ring fencing, the assets of PG&E Corporation’s ring fenced subsidiaries are unavailable to assist the utility. See Transcript of proceedings in Application (A.) 00-11-038/A.00-11-056 /A.00-10-028 (hereinafter “TR”) at 1566, 1602-03.

¹⁸ PG&E Corp. 1999 Annual Report to Shareholders, PG&E Corp. Statement of Consolidated Stockholders’ Equity, at 30; PG&E Corp. Nov. 1, 2000 SEC Form 10-Q, Liquidity and Financial Resources, at 55.

¹⁹ See BWG Audit Report at VI-4 to VI-6. (In ongoing rate stabilization proceedings, A. 00-11-038 et al., this Commission has engaged independent auditors to separately evaluate PG&E’s and Edison’s financial condition and claims of insolvency. Within the scope of PG&E’s audit, the Barrington-Wellesley Group, Inc. (BWG) reviewed PG&E’s financial position, as well as that of its holding company and affiliates. BWG audit at I-1. Within the scope of Edison’s audit, KPMG, LLP reviewed Edison’s financial data, and where applicable, the similar records of EIX and Edison’s other affiliated companies in the Mission Group. See KPMG audit at I-1.

These audits have been released as public documents and are being addressed in the rate stabilization proceeding. To the extent the audits are applicable to this proceeding, the Commission may take official notice of them, as well as the related record developed in the rate stabilization proceedings. See Rule 73 of the Commission’s Rules of Practice and Procedure.

²⁰ See Feb. 8, 2001 letter from Mark Huffman to Administrative Law Judge Walwyn in A.00-11-038 et al.

- * From 1998 through September 2000, EIX paid out approximately \$1 billion in dividends to shareholders, and repurchased approximately \$1.2 billion worth of common stock.²¹ There also is evidence that between January 1, 1996 and November 30, 2000, EIX disbursed \$2.5 billion to its unregulated subsidiary, the Mission Group.²² Edison took steps to shield the assets of some of the Mission Group's subsidiaries through the "ring fencing" mechanism.²³
- * From 1998 through September 2000, Sempra paid out approximately \$888 million in dividends to shareholders and repurchased approximately \$726 million worth of common stock.²⁴

Dramatic increases in wholesale energy prices starting in the summer of 2000 have caused PG&E, Edison, and SDG&E to accumulate large amounts of debt, because their recent operating costs have exceeded their recent revenues. As a result of this accumulated debt, each utility has applied to the Commission for emergency rate increases, and each has claimed that its financial condition either threatens to impair, or has impaired, its ability to serve and operate. PG&E and Edison have also claimed that they face imminent bankruptcy without an immediate rate increase. By way of example only:

²¹ EIX 1999 Annual Report to Shareholders, Consolidated Statement of Changes in Common Shareholders' Equity, at 47; EIX Nov. 14, 2000 SEC Form 10-Q, Consolidated Statement of Cash Flows, at 4.

²² See KPMG Audit Report at VII-2.

²³ See EIX January 15, 2001 SEC Form 8-K, at 5.

²⁴ Sempra Energy 1999 Annual Report to Shareholders, Statements of Consolidated Cash Flows, at 42; Sempra Energy Nov. 13, 2000 SEC Form 10-Q, Condensed Statements of Consolidated Cash Flows, at 5.

PG&E

- August 2000 PG&E Corporation retains bankruptcy counsel. See Transcript of proceedings in A.00-11-038/A.00-11-056/A.00-10-028 (hereinafter "TR") at 1559.
- Fall 2000 PG&E states that it is "very concerned about having adequate liquidity." TR 1559.
- Oct. 4, 2000 PG&E states: "The TRA balance currently includes over \$2 billion in uncollected wholesale power costs, and the undercollection balance is continuing to increase at a rate of hundreds of millions of dollars per month. . . . The amount of such uncollected costs in PG&E's TRA was approximately zero at the end of May 2000, approximately \$700 million at the end of June 2000, approximately \$1.2 billion at the end of July 2000, and approximately \$2.2 billion at the end of August 2000." Emergency Petition Of Pacific Gas And Electric Company For Expedited Modification Of Decisions 99-10-057 and 00-03-058, at 3 (Oct. 4, 2000).
- Nov. 22, 2000 PG&E files application for rate increase, stating: "Despite the cooler fall weather, wholesale electricity prices remain sky high, with no immediate relief in sight, either in the marketplace or from regulators. PG&E's undercollected power costs under the AB 1890 rate freeze soared from \$2.2 billion at the end of August, 2000, to over \$3.4 billion at the end of October, 2000." Emergency Application of Pacific Gas and Electric Company to Adopt a Rate Stabilization Plan, at 3 (A.00-11-056, filed Nov. 22, 2000).
- Dec. 26, 2000 PG&E states that it expects to use up all cash reserves within 3-7 weeks. Pacific Gas and Electric Company Rate Stabilization Plan Supplemental Testimony at 2-3 (filed Dec. 26, 2000 in A.00-11-038/A.00-11-056/A.00-10-028).
- Dec. 29, 2000 PG&E Corporation files SEC Form 8-K, stating that the utility "must either raise substantial sums of new capital or default on its payment obligations."

- Jan. 10, 2001 PG&E announces that it is suspending payment of its 4th quarter 2000 common stock dividend. PG&E Corp. Jan. 10, 2001 SEC Form 8-K.
- Jan. 12, 2001 PG&E states that it is deferring construction and maintenance because of liquidity problems. Response of Pacific Gas and Electric Company to Inquiry of Administrative Law Judge Regarding Release of Contractors and Hiring Hall Employees (filed Jan. 12, 2001 in A.00-11-038/A.00-11-056/A.00-10-028).
- Feb. 1, 2001 PG&E states that it has defaulted on \$437 million of maturing commercial paper, and notes that it is unable to make full payments due to the ISO and the PX. PG&E Corp. Feb. 1, 2001 SEC Form 8-K.
- Feb. 6, 2000 Three QFs sue PG&E for having made only partial payment for the facilities' December 2000 power deliveries and for having notified the QFs it was unable to pay the full amount due under the power purchase agreements. See PG&E Corp. Feb. 16, 2001 SEC Form 8-K.
- Feb. 26, 2001 PG&E considers itself to be in an emergency financial situation. TR 1580.
- March 2, 2001 PG&E Corporation arranges for \$1 billion loan; its announcement does not indicate that any of that money will be used to assist PG&E. See PG&E Corp. March 2, 2000 news release.
- March 5, 2001 PG&E claims that despite enactment of AB1X-1, it “remains backed against the abyss. In spite of the enactment of Assembly Bill (AB) 1x-1 during the legislature’s current emergency legislative session, PG&E continues to incur additional power costs, including potentially over \$1.5 billion in January and February of this year. Credit markets remain closed to PG&E. PG&E remains unable to pay its bills, and owes billions of dollars to its lenders and creditors. PG&E is in default to these lenders and creditors (and in technical default to several of its remaining lenders, as well) and therefore remains outside of

involuntary bankruptcy only because of the good graces of those lenders and creditors.” Opening Brief of Pacific Gas and Electric Company, filed March 5, 2001, in A.00-11-038/A.00-11-056/A.00-10-028.

Edison:

- Nov. 14, 2000 Edison states that its “liquidity is being materially and adversely affected” by high wholesale energy costs. Edison Nov. 14, 2000 SEC Form 10-Q.
- Nov. 16, 2000 Edison seeks immediate rate increase and states that as of September 31, 2000, the undercollection in Edison’s TRA was \$2.4 billion. See Application of Southern California Edison Company for Authority to Institute a Rate Stabilization Plan with a Rate Increase and End of Rate Freeze Tariffs, at 8 (A.00-11-038, filed November 16, 2000).
- Dec. 4, 2000 Edison files declaration in federal court, claiming that because of mounting debt, it has frozen hiring and “suspended discretionary equipment purchases and service contracts, new facility construction, and upgrades.” It further claims that without rate increases, further cutbacks would be necessary, which “could jeopardize reliability of services provided by SCE.” Declaration of James Scilacci in Support of Southern California Edison Company’s Opposition to Defendants’ Motion to Transfer Venue (dated Dec. 4, 2000) (filed in Southern California Edison Company v. Lynch, No. 00-12056-RSWL (United States District Court for the Central District of California), ¶ 3.
- Dec. 6, 2000 Edison files declaration in federal court claiming that as of October 31, 2000, its cumulative undercollection of wholesale power costs was \$2.64 billion, and that Edison projects the undercollection to rise to \$3.7 billion by December 31, 2000. See Declaration of James Scilacci (dated Dec. 6, 2000) (filed in Edison v. Lynch), ¶¶ 9-11.
- Dec. 14, 2000 Edison files declaration in federal court claiming that energy wholesalers are refusing to sell Edison energy because of its

growing debt. See Supplemental Decl. of Stephen E. Frank in Support of Southern California Edison Company's Showing of Exigent Circumstances (filed in Edison v. Lynch), ¶¶ 3-7; see also id., ¶ 8 (referring to Edison's financial condition as an "emergency").

- Jan. 5, 2001 In letter to Edison employees, Edison Vice President Dick Rosenbaum states that Edison has implemented cash conservation measures, and that it "is inevitable that reductions of this magnitude will have great impact on reliability" Attachment C to Edison Response To CCUE Emergency Motion (A.00-11-038) (January. 12, 2001).
- Jan. 15, 2001 EIX files SEC Form 8-K, stating that due to increasing undercollections, Edison has begun cost-cutting measures that will "require lower service levels for customers" and "reduce near-term capital expenditures to levels that will not sustain operations in the long term," and noting that it may be forced into bankruptcy.
- Jan. 18, 2001 EIX files SEC Form 8-K, stating that Edison has suspended payment on a variety of obligations as they have become due, including payments to the PX, and dividends on its common and preferred stock.
- Jan. 22, 2001 Edison files motion in federal court seeking order for immediate rate increase. Edison claims it has used up all existing credit, it is unable to get additional credit, it faces the "imminent prospect of involuntary bankruptcy," and an immediate rate increase is "urgently needed to prevent imminent irreparable harm" to "public health and safety." Memorandum of Points and Authorities in Support of Plaintiff Southern California Edison Company's Motion for Preliminary Injunction (Jan. 22, 2001) at 1-2 (filed in Edison v. Lynch).

SDG&E:

- Oct. 24, 2000 SDG&E states that its growing accumulated debt, or "undercollection," "jeopardize[s] its ability to continue to provide safe, reliable utility service." Application of San Diego

Gas & Electric Company, A.00-01-045 (Oct. 24, 2000) at 5.

- Jan. 24, 2001 SDG&E requests immediate rate increase, stating that if Commission does not immediately grant it authority to implement a “rate surcharge,” its growing debt will “jeopardize customer welfare.” Application of San Diego Gas & Electric Company, A.01-01-044, (Jan. 24, 2001) at 4; see also id. at 9 (describing SDG&E “cash conservation” efforts and their effect on its ability to provide adequate customer service).
- Feb. 14, 2001 SDG&E states that it has an immediate need for cash “in order to maintain service to its customers.” Petition of San Diego Gas & Electric Co. (U 902-M) for Modification of D.01-02-011 (Feb. 14, 2001) at 2; see also id. at 3 (SDG&E “needs to be able to borrow money promptly to ensure that it has the financial capacity to maintain normal service to its customers”).
- Feb. 20, 2001 SDG&E states that absent additional funds, it will be “unable to sustain its on-going financial obligations needed to continue to serve utility customers.” Application of San Diego Gas & Electric Co. (U 902-M) for Rehearing of Decision No. D.01-02-011 (Feb. 20, 2001) at 12; see also id. at 6 (need for cash “to continue to be able to serve is utility customers”); 8 (same); 10 (growing debt “endanger[s] SDG&E’s ability to meet its on-going obligations needed to provide utility service”).

IV. Order Instituting Investigation

This Commission has jurisdiction over respondents by virtue, inter alia, of their acceptance of those conditions that governed the formation of the respective holding companies. In addition, many provisions of the Public Utilities Code give the Commission broad authority to act to protect ratepayers in a variety of circumstances, to enforce the Constitution, statutes, and the Commissions rules, orders, and decisions, and to remedy violations thereof. These provisions include, but are not limited to, Public Utilities Code § 451 [requiring public utilities to furnish and maintain adequate, efficient, just and reasonable service as

necessary to promote the safety, health, comfort, and convenience of its patrons, employees and the public]; § 701 [Commission may do all things necessary and convenient to exercise its power and jurisdiction to regulate public utilities]; § 761 [Commission may adopt order or rule to remedy unjust or unreasonable practices of a public utility]; § 798 [provides for remedies against a utility that makes imprudent payments to its holding company]; and §§ 2101 – 2113 [authority to enforce Constitution, statutes, and violations of Commission order, rules, and decisions].

Common law also provides the Commission with authority to disregard corporate forms in a variety of circumstances in order to carry out the Commission's responsibilities. See, e.g., General Telephone Co. v. P.U.C., 34 Cal. 3d 817 (1983).

Finally, under Pub. Util. Code § 1708, upon proper notice to the parties and with opportunity to be heard as in the case of complaints, the Commission may rescind, alter, or amend any order or decision made by it. The Commission has so recognized this authority in the context of its holding company decisions. For example, in PG&E Authorization II, the Commission noted its authority to impose additional conditions if necessary, and specifically provided that parties could raise the need for additional conditions in the future. See PG&E Authorization II, 194 P.U.R.4th 1, 12-13 (April 22, 1999).

A. Investigation into past violations

1. Infusions of capital

Available information suggests that at no time since wholesale energy prices started rising in the summer of 2000, while the utilities were increasingly strident in their claims of worsening financial condition, imminent bankruptcy, and the consequent threat to their ability to fully meet their

obligation to serve, did any of their respective holding companies provide an infusion of capital to address the utilities' capital needs as detailed above. We will investigate whether this apparent failure to infuse capital violates the condition in our holding company decisions that the holding company give "first priority" to the capital needs of its utility subsidiary to meet its obligation to serve.

Accordingly, respondent holding companies are directed to demonstrate why their evident failure to provide sufficient capital to their utility subsidiaries to alleviate or mitigate the subsidiaries' need for capital during that time period did not violate, and does not continue to violate, the "first priority" condition cited above. Similarly, respondent utilities are directed to demonstrate that they made demands on their respective holding companies to infuse needed capital, and if they cannot so demonstrate, why their failure to make such demands did not violate, and does not continue to violate, Section 451 of the Public Utilities Code. As part of our investigation, respondents are directed to produce the information and documents specified in Attachment A hereto.

2. Ring fencing

As described above, starting in December 2000, PG&E Corporation took steps to "ring fence" several of its unregulated subsidiaries, and has stated that as a result of this ring fencing, the assets of those subsidiaries are no longer available to assist PG&E. In addition, although the organizational documents PG&E has provided the Commission to date do not so indicate, news reports suggest that the ring fencing transactions restrict the payment of dividends by one or more of the ring fenced entities to PG&E Corporation, thus decreasing PG&E Corporation's available cash to directly assist the utility.

Similarly, as described above, in or about December 2000 EIX took steps to ring fence its unregulated subsidiary, Edison Mission Energy (EME), apparently rendering EME's assets unavailable to assist Edison in times of financial need. In addition, the ring fencing transactions restrict the payment of dividends by EME to EIX, thus apparently decreasing EIX's available cash to directly assist Edison in times of need.²⁵

We will investigate whether these actions violate the "first priority" condition described above. Accordingly, respondent holding companies are directed to produce information and documents, and to demonstrate why the ring fencing actions described above do not violate the "first priority" condition.

3. Payment of dividends at time of financial distress

As noted above, all three utilities paid dividends to their parent holding companies in the third quarter of 2000. PG&E and Edison did so despite having growing undercollections, at a time when they were repeatedly and publicly announcing their precarious financial condition, as detailed above. Not long after the payment of the dividends, Edison announced that it was in imminent danger of bankruptcy, cut back on maintenance and construction, and later suspended payments on a variety of obligations. PG&E similarly began to defer or default on outstanding liabilities, and began to defer construction and maintenance projects.

SDG&E paid third quarter 2000 dividends despite the recent imposition of a rate ceiling, the dramatic rise in wholesale energy costs, and SDG&E's accumulation of debt, which SDG&E stated would adversely affect its ability to meet its obligation to serve.

²⁵ See also EIX Jan. 15, 2001 SEC Form 8-K (describing dividend restrictions).

We will investigate whether these dividend payments violated, inter alia, the condition imposed in our holding company decisions that the utility maintain a dividend policy “as though it were a comparable stand-alone utility company,”²⁶ and/or Sections 451 and 798 of the Public Utilities Code. Accordingly, the three respondent utilities are directed to produce the documents and information specified in Attachment A hereto, and to demonstrate why their payment of third quarter dividends under such circumstances did not violate the statutes and conditions cited above.

4. Other violations

The investigations described above are not exclusive, and if evidence comes to light of any additional suspected violations of any provision of the Constitution or law, or of any order, decision, rule, regulation, direction, demand, or requirement of the Commission or any commissioner, these proceedings may be expanded to include investigation of those violations as well.

B. Investigation into needed changes going forward

The events and potential violations described above suggest that it is time to re-examine, inter alia, the current adequacy of the conditions contained in the holding company authorization decisions cited above. Accordingly, in this proceeding, we will determine whether, in light of events and/or changed circumstances since the issuance of the holding company authorization decisions, additional rules, conditions, or other changes are needed to protect

²⁶ See PG&E Authorization I, Ordering paragraph 15; 69 CPUC2d at 201; Edison Authorization, Ordering paragraph 10, 27 CPUC2d at 376; SDG&E Authorization II, Ordering paragraph 5, 62 CPUC2d at 651.

ratepayers and the public from dangers of abuse of the holding company structure. Specifically, we will investigate whether we should modify, change or add conditions to the holding company decisions, make further changes to the holding company structure, alter the standards under which we determine whether to authorize the formation of holding companies, otherwise modify the decisions, or recommend statutory changes to the Legislature.

By way of example only, and without limitation on the ability of the Commission or any party to these proceedings to propose other conditions, rules, or changes, we will consider:

- * Changes or additions to reporting or approval requirements regarding changes in the structure of the holding company systems, such as “ring fencing.”
- * Changes or additions to reporting or approval requirements regarding the distribution or transfer of funds or other assets from the holding companies to their unregulated subsidiaries.
- * Changes or additions to reporting or approval requirements regarding the distribution or transfer of funds or other assets from the utilities to the holding companies.
- * Restrictions on the holding companies’ assumption of debt for purposes unrelated to strengthening their regulated utility subsidiary.
- * Modification of the provisions for comprehensive audits of the entire holding company system, as found in the PG&E and SDG&E holding company decisions, to permit the same audits on a regular, recurring basis, and to extend those provisions to apply to Edison and its holding company system as well.
- * Changes to the standard of review to impose on holding company formation, requirements, and oversight.

It is now time to raise these issues.²⁷ Not only is it important to determine whether any prior violations of our holding company decisions or other laws have occurred, but it is also critical to take steps to ensure that healthy utility companies can continue to function in a way that balances both ratepayer and shareholder interests.

V. Preliminary Scoping Memo

The scope of this proceeding will include all issues raised in this order, but will not be limited to these issues. Any party may suggest related issues for the Commission's consideration.

The rules and procedures implementing many of the reforms contained in Senate bill (SB) 960 are found in Article 2.5 of the Rules of Practice and Procedure (Rules), which are posted on the Commission's website. Pursuant to Rule 4(a), the rules in Article 2.5 shall apply to this proceeding. As per the provisions of SB960, the present investigation is classified as a quasi-legislative proceeding and is expected to require a hearing.

The assigned Administrative Law Judge will convene a prehearing conference (PHC) to develop a service list for this proceeding and to further delineate issues related to scope and schedule for this proceeding.

Any person who objects to the categorization of this investigation must file an appeal no later than ten days after the date of this OII, pursuant to Rule 6.4(a).

The temporary service list is attached to this order and shall be used for service until a service list for this proceeding is established at the PHC. Persons

²⁷ Although PG&E Authorization II states its preference for raising these issues in the Commission's re-examination of our affiliate transaction rules, this issue is squarely raised in this OII which includes California's three investor-owned electric utilities.

who want to become a "party" to this proceeding shall appear at the PHC, or at the formal hearing, and fill out the "Notice of Party/Non-Party Status" form (appearance form).

Those persons who do not want to be parties, and only want notice of the hearings, rulings, proposed decisions, and decisions may either appear at the PHC or the formal hearing and fill out an appearance form, or they may mail a written request to the Process Office requesting that they be added to the service list for information only.

Those persons employed by the State of California who are interested in this proceeding may be added to the "state service" section of the service list either by appearing at the prehearing conference or at the formal hearing and filling out an appearance form, or they may mail a written request to the Process Office requesting that they be added to the state service list. All of the names appearing on the state service list shall be served with all documents that parties may submit or file in connection with this proceeding.

The Process Office shall develop an initial service list based on the appearances at the first PHC. This initial service list shall be posted on the Commission's website, www.cpuc.ca.gov, as soon as it is practicable.

Any party interested in participating in this investigation who is unfamiliar with the Commission's procedures should contact the Commission's Public Advisor Office in Los Angeles at (213) 649-4782, or in San Francisco at (415) 703-2074.

VI. Ex Parte Communications

In a quasi-legislative proceeding, ex parte communications are permitted without restriction, pursuant to Pub. Util. Code. Section 1701.4(b) and Rule 7(d).

IT IS ORDERED that:

1. An investigation is instituted on the Commission's own motion into whether respondents have violated relevant statutes and Commission decisions as described above, and whether changes should be made, inter alia, in the Commission's rules, regulations, conditions, or orders respecting respondent utilities and their holding companies. As a result of this investigation, the Commission may impose remedies, prospective rules, or conditions, as appropriate.

2. Pacific Gas and Electric Company, Southern California Edison Company, and San Diego Gas & Electric Company, as well as their respective parent holding companies, PG&E Corporation, Edison International, and Semptra Energy, are made respondents to this Order Instituting Investigation (OII).

3. The following proceedings are reopened and consolidated with this OII for purposes of addressing the issues raised in this proceeding: Application (A.) 87-05-007 [Edison's holding company application]; A.94 -11-013 [SDG&E's holding company application]; A.95-10-024 [PG&E's holding company application]; A.96-10-038 [Enova/Pacific Enterprises merger application]. This OII is the lead docket and all filings shall be made in this docket.

4. The Commission takes official notice of documents included in Attachment B. These documents shall be indexed and placed in the proceeding's formal file, and shall be made part of the record in this docket.

5. No later than 10 days from the date of issuance of this order, respondents shall produce and file in this docket all documents and information specified in Attachment A, below. Respondents shall also serve these documents and information on the Commission's Executive Director and General Counsel, as well as on such other persons as may be ordered by the assigned Administrative Law Judge. In lieu of serving copies of these documents and information on

other individuals on the attached temporary service list, respondents may serve a Notice of Availability, pursuant to the process described in Rule 2.3(c) of the Commission's Rules of Practice and Procedure.

6. No later than 20 days from the issuance of this order, respondents shall file and serve any motions or objections related to this order.

7. No later than 30 days from the date of issuance of this order, respondents shall file and serve prepared testimony demonstrating why they are not in violation of the applicable laws, orders, decisions, decrees, rules, directions, demands, or requirements of this Commission as more fully described in this order, and suggesting any changes or additions to the conditions contained in the Commission's holding company authorizations, or other rules, regulations, or orders pertaining to respondents' holding company systems.

8. The category of the investigation is quasi-legislative as that term is defined in Rule 5(c) of the Commission's Rules of Practice and Procedure.

9. The temporary service list is attached and shall be used for service of all documents until a service list for this proceeding is established. An initial service list for this proceeding shall be created by the Process Office and posted on the Commission's website (www.cpuc.ca.gov) as soon as it is practicable after the first prehearing conference. Parties may also obtain the service list by contacting the Commission's Process Office at (415) 703-2021.

10. Persons interested in this proceeding shall follow the procedures described in this investigation to get on the service list.

11. A prehearing conference shall be scheduled at a date and time to be determined by the assigned administrative law judge for the purpose of establishing a service list for this consolidated proceeding, setting a further schedule, and addressing other procedural issues. Interested persons may file prehearing conference statements or a response to this order as directed by the

administrative law judge, stating any objections to the order regarding the need for hearings, issues to be considered, or proposed schedule. Service shall be made in the manner described in Ordering Paragraph 11.

12. Until a service list is established at the prehearing conference, all documents that must be served in connection with this docket shall be served on all parties listed in paragraphs 13 and 14 below, as well as on the offices of all five Commissioners, and the assigned administrative law judge. A temporary service list is attached.

13. The Executive Director shall cause this Order to be served by certified mail on all respondents' designated agents for service in California as follows: for PG&E: Leslie H. Everett, 77 Beale Street, San Francisco, CA 94105; for PG&E Corporation: Leslie H. Everett, One Market, Spear Tower, Ste. 2400, San Francisco, CA 94105; for Edison: Vicki Kaiser, 2244 Walnut Grove Avenue, Rosemead, CA 91770; for Edison International: Vicki Kaiser, 2244 Walnut Grove Avenue, Ste. 369, Rosemead, CA 91770; for SDG&E: Steven D. Davis, 101 Ash Street, San Diego, CA 92101-3017; and for Sempra Energy: Thomas C. Sanger, 101 Ash St., San Diego, CA 92101-3017.

14. Because action in this proceeding may modify past Commission decisions set forth in this order, and because we reopen the respective utilities' holding company cases, the Executive Director shall serve this order on the parties to the following proceedings: A.87-05-007 [Edison's holding company application]; A.94-11-013 [SDG&E's holding company application]; A.95-10-024 [PG&E's holding company application]; A.96-10-038 [application of Pacific Enterprises and Enova Corporation for a Merger]. Additionally, the Commission's Process Office shall serve parties to the following proceedings with this order:

Rulemaking 97-04-011/Investigation 97-04-012 [Affiliate Transaction Proceeding]; and A.00-11-038 [rate stabilization proceedings].

This order is effective today.

Dated _____, at San Francisco, California.

ATTACHMENT A

Page 1

Pursuant to Ordering Paragraph 5, above, respondents are directed to produce, file, and serve the following information and documents within the time, and in the manner, specified in that Ordering Paragraph. Unless otherwise specified, each request is made to all six respondents:

1. All presentations to, and minutes of, meetings of their respective boards of directors relating to the payment or non-payment of dividends by respondent utilities to their respective holding companies in all four quarters of 2000.
2. All presentations to, and minutes of, meetings of their respective boards of directors relating to the distribution or transfer of funds or other assets from the utilities to the holding companies, or vice versa, between 1996 and the date of this order.
3. All communications between the holding companies and their respective utility subsidiaries relating to the utilities' payment or non-payment of dividends in all four quarters of 2000.
4. All communications between the holding companies and their respective utility subsidiaries relating to the distribution or transfer of funds or other assets from the utilities to the holding companies, or vice versa, between 1996 and the date of this order.
5. Edison, PG&E, and SDG&E are directed to inform the Commission when, if it all, it retained bankruptcy counsel and/or financial advisors with insolvency expertise during 2000 or 2001, and produce all presentations to, and minutes of, meetings of their respective boards of directors relating to the decision whether or not to retain bankruptcy counsel during 2000 or 2001.
6. Respondent holding companies are directed to describe, and produce supporting documentary evidence, relating to all restrictions on distributions or

Page 2

transfers of funds or other assets from their subsidiaries to themselves, and from themselves to their respective utility subsidiaries. Such documentary evidence shall include, but not be limited to, all organizational documents implementing any ring fencing transaction and all presentations to, and minutes of, meetings of their respective boards of directors relating to any ring fencing transaction.

7. Respondent holding companies are directed to describe, and produce supporting documentary evidence, of any distributions or transfers of funds or other assets from themselves to any subsidiary, including respondent utilities, between 1996 and the date of this order.

8. Respondent utilities are directed to describe all planned or required construction or maintenance, or any other actions that may affect service and/or reliability, that they have eliminated or deferred between January 1, 2000 and the date of this order.

9. Respondent holding companies are directed to produce documentary evidence showing whether they have provided infusions of capital to respondent utilities at any time between June 2000 and the date of this order, and, if so, the date, amount, and purpose of such infusion.

10. Respondent utilities are directed to produce documentary evidence showing whether they made demands on their respective holding companies to infuse needed capital.

11. Copies of all credit agreements, debt instruments, and similar documents that purport to limit the ability of the unregulated subsidiaries to pay dividends, or limit the ability of respondent holding companies and/or their unregulated subsidiaries to transfer funds or assets to respondent utilities, or to assume liabilities for obligations of respondent utilities.

(END OF ATTACHMENT A)

ATTACHMENT B

List of Official Notice Items

Commission Decisions

D.88-01-063, 27 CPUC2d 347 (Jan. 28, 1988)

D.95-05-021, 59 CPUC2d 697 (Nov. 7, 1994)

D.95-12-018, 62 CPUC2d 626 (Dec. 6, 1995)

D.96-11-017, 69 CPUC2d 167 (Nov. 6, 1996)

D.98-03-073, 184 P.U.R.4th 417 (March 26, 1998)

D.99-04-068, 194 P.U.R.4th 1 (April 22, 1999)

D.01-01-018 (Jan. 4, 2001)

Commission Filings & Letters

PG&E Emergency Petition For Expedited Modification of Decisions 99-10-057 and 00-03-058 (Oct. 4, 2000)

PG&E Emergency Application to Adopt Rate Stabilization Plan (A.00-11-056, Nov. 22, 2000)

PG&E Monthly Transition Cost Balancing Account Report (Dec. 31, 2000)

PG&E Response to ALJ Inquiry Re. Release of Contractors and Hiring hall Employees (Jan. 12, 2001)

PG&E Letter to ALJ Walwyn in A.00-11-038 et al. (Feb. 8, 2001)

PG&E Opening Brief in A.00-11-038 / A.00-11-056 / A.00-10-028 (March 5, 2001)

Southern California Edison Application To Institute Rate Stabilization Plan (A.00-11-038, Nov. 16, 2000)

Southern California Edison Monthly Transition Cost Balancing Account Report (Dec. 31, 2000)

SDG&E Monthly Transition Cost Balancing Account Reports (January 1998 – June 1999)

I. _____ COM/LYN/hkr

Southern California Edison Response to CCUE Emergency Motion, Attachment C (A.00-11-038 et al., Jan. 12, 2001)

SDG&E Application, A.00-01-045 (Oct. 24, 2000)

SDG&E Application, A.01-01-044 (Jan. 24, 2001)

SDG&E Petition for Modification of D.01-02-011 (Feb. 4, 2001)

SDG&E Application for Rehearing of Decision D.01-02-011 (Feb. 20, 2001)

Commission Testimony

A.00-11-038 / A.00-11-056 / A.00-10-028

Federal District Court Filings

Southern California Edison Co. v. Lynch, No. 00-12056-RSWL (United States District Court for the Central District of California)

Utility Reports & Public Releases

PG&E Corp. 1997 Annual Report to Shareholders

PG&E Corp. 1999 Annual Report to Shareholders

PG&E Corp. News Release Re. \$1 Billion Loan (March 2, 2001)

Southern California Edison 1999 Annual Report to Shareholders

Edison Int'l 1999 Annual Report to Shareholders

SDG&E 2000 Annual Report

Sempra Energy 1999 Annual Report to Shareholders

Audits

CPUC Agreed Upon Special Procedures Audit (Mitchell & Titus, LLP and Barrington-Wellesley Group, Inc. (Dec. 1998)

Barrington Wellesley Group, Inc. Audit of PG&E Corporation & Affiliates (A.00-11-038 et al., Jan. 29, 2000)

KPMG, LLP Audit of Edison International & Affiliates (A.00-11-038 et al., Jan 29, 2000)

I. _____ COM/LYN/hkr

Securities and Exchange Commission Filings

PG&E Corp. Form 10-Q (Nov. 1, 2000)

PG&E Corp. Form 10-Q (Aug. 2, 2000)

PG&E Corp. Form 8-K (Jan. 10, 2001)

PG&E Corp. Form 8-K (Feb. 1, 2001)

PG&E Corp. Form 8-K (Feb. 16, 2001)

Southern California Edison Form 10-Q (Nov. 14, 2000)

Edison Int'l Form 10-Q (Nov. 14, 2000)

Edison Int'l Form 8-K (Jan 15, 2001)

Edison Int'l Form 8-K (Jan 16, 2001)

Edison Int'l Form 8-K (Jan 18, 2001)

SDG&E Form 10-Q (Nov. 13, 2000)

SDG&E Form 10-Q (Aug. 14, 2000)

Sempra Energy Form 10-Q (Nov. 13, 2000)

(END OF ATTACHMENT B)

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******* ATTACHMENT C: SERVICE LIST *******
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